



**GLAXOSMITHKLINE  
CONSUMER HEALTHCARE LIMITED**

Registered Office: Patiala Road, Nabha-147 201 (Punjab)

CIN: L24231PB1958PLC002257

Tel No.: 01765-306400; Fax No.: 01765-220642; Email id: investor.2.co@gsk.com, Website: www.gsk-ch.in

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE FIFTY NINTH ANNUAL GENERAL MEETING** of GlaxoSmithKline Consumer Healthcare Limited will be held at the Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha – 147 201 (Punjab) on Wednesday, August 8, 2018 at 9.30 a.m. to transact the following business: -

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended March 31, 2018 together with the Reports of the Directors and Auditors.
2. To declare Dividend for the year ended March 31, 2018 of Rs. 75 per equity share, as recommended by the Board of Directors.
3. To ratify the appointment of Statutory Auditors, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as the Statutory Auditors of the Company to hold office until the conclusion of the 63<sup>rd</sup> Annual General Meeting.”

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013, subject to the approval of the Central Government and other such consent and permissions as may be necessary, the consent of the Company, be and is hereby accorded for the appointment of Mr. Navneet Saluja (DIN: 02183350) as the Managing Director of the Company for a period of 3 (three) years and 10 (ten) months from January 1, 2018 to October 31, 2021 on remuneration including perquisites and other terms and conditions of appointment, not exceeding the limits as enumerated below:

#### a) Salary

Basic salary: Shall not exceed Rs.5.6 Crores per annum. In addition to basic salary and allowances, bonus will be paid in accordance with the Company's Rules.

A Sign-on cum Retention Bonus of Rs. 2 crore, due to his change of assignment, shall be paid to him in 2 (two) equal installments, one in January 2018 at the time of joining and another in January 2019, provided that he continues to be in employment with the Company, as on the date of such payment, and meets performance criteria.

#### b) Perquisites

In addition to the Basic salary, allowances and Bonus as above, the expenses incurred by the Company on perquisites shall be restricted to the following:

- I. Housing Loan Interest Subsidy: Mr. Navneet Saluja shall also be entitled to housing loan interest subsidy scheme as per Company's Rules.
- II. Superannuation: Company has a contribution of 15% of basic salary for superannuation Membership. He may opt for Superannuation allowance in lieu of Membership.
- III. Medical Reimbursement: Expenses incurred for Mr. Navneet Saluja and his dependent family as per Company's Rules.
- IV. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate / Health club and Professional Bodies as per Company's scheme.
- V. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- VI. Company maintained car including fuel expenses.
- VII. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- VIII. Relocation Benefits from Turkey into India at the time of joining.
- IX. Any awards as per GSK Recognition Program.

- X. Leave as applicable in accordance with the Company's Rules.
- XI. Mr. Navneet Saluja is also entitled to Share Value Plan & Performance Share Plan of the Company or that of GSK plc as per Company's Rules."

#### MINIMUM REMUNERATION

"RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the tenure of Mr. Navneet Saluja as the Managing Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended from time to time."

#### OTHER TERMS

"RESOLVED FURTHER THAT Mr. Navneet Saluja shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service i.e. a maximum of Rs. 10 Lacs or such other sum as may be prescribed in the Payment of Gratuity Act, 1972 from time to time."

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Navneet Saluja shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Navneet Saluja as the Managing Director of the Company can be terminated by either side by giving to the other three months notice in writing or basic salary in lieu thereof."

"RESOLVED FURTHER THAT the Board of Directors has the liberty to fix, alter and vary such terms of appointment and remuneration so as to not exceed the limits specified."

"RESOLVED FURTHER THAT a letter of appointment incorporating the above remuneration, perquisites, terms and conditions to be issued to Mr. Navneet Saluja by the Chairman."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary, be and are hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), the draft Regulations contained in the Articles of Association submitted to this Meeting are approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Company Secretary be and hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Articles of Association and further to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

By order of the Board  
For GlaxoSmithKline  
Consumer Healthcare Limited

Shanu Saksena  
Company Secretary &  
Area Ethics and  
Compliance Officer, ISC

Place : Gurugram  
Date : May 11, 2018

## NOTES:

1. The Register of Members and the Share Transfer Register of the Company will remain closed from, Thursday, August 2, 2018 to Wednesday, August 8, 2018, both days inclusive.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIMSELF/HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy (enclosed), in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted by an authorized representative of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Dividend on equity shares, as recommended by the Board for the year ended March 31, 2018, if declared at the meeting, will be paid to all those Members whose names appear in the Company's Register of Members and to those persons whose names appear as beneficial owners (as per the details to be furnished by the Depositories in respect of the shares held in dematerialised form) as at the close of business hours on August 1, 2018. Dividend of Rs 75 per share has been recommended by the Board of Directors for the year ended March 31, 2018 and subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid on or before September 7, 2018.
5. In due compliance with the provisions of Section 124 of Companies Act, 2013 the amount of unclaimed dividend for the period up to May 4, 2018 (final dividend for the year ended December 31, 2010) amounting to Rs. 64,41,450/- (Rupees Sixty-Four Lac Forty-One Thousand and Four Hundred and Fifty only) has been transferred to the Investor Education and Protection Fund of the Central Government.
6. Members who wish to claim Dividend(s), which remain unclaimed, are advised to send their requests to Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 008. Members are requested to note that the dividends not encashed or claimed within seven years will be transferred to the Investor Education and Protection Fund of Government of India in due compliance with the provisions of Section 124 of the Companies Act, 2013. Accordingly, Members are advised to send all unencashed dividend warrants/demand drafts pertaining to these years for revalidation and encash them before the due dates.
7. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof, by post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Years from 2010, as on the date of the 58<sup>th</sup> Annual General Meeting (AGM) held on August 9, 2017 and a detailed dividend history and due dates for transfer to IEPF on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the website of the Company viz. [www.gsk-ch.in](http://www.gsk-ch.in).
8. Members holding shares in physical form are advised to submit particulars of their bank account viz. name and address of the branch of the bank, MICR/IFSC code of the branch, type of account, account no. and any changes therein, latest by July 23, 2018, to Karvy Computershare Pvt. Ltd.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the Members.
10. All requests for transfer, change of address, dividend mandate, etc. may please be sent to Karvy Computershare Pvt. Ltd. at the address mentioned above. The Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name, etc. to their Depository Participant. These changes will be automatically reflected in Karvy's/Company's records. Members are also advised not to leave their demat account(s) dormant for a long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. In an effort to improve the service level to our Members, Karvy Computershare Pvt. Ltd. has launched an ONLINE SERVICE through its website, <https://karisma.karvy.com>, for redressal of Member's queries. Members can visit the said website and click on "Investors" option to register themselves. Once registered, Member can submit the Members query in the "Queries" option provided on the website which would give the grievance registration number. For accessing the status/response to the said query, Members can use the same number at the option "View Reply" after 24 hours. Members can put additional queries till they get a satisfactory response from Karvy.
12. To enable the Company to send various communications electronically, Members are requested to register their e-mail ID(s) with Karvy Computershare Pvt. Ltd. or at [investor.2.co@gsk.com](mailto:investor.2.co@gsk.com) or [einward.ris@karvy.com](mailto:einward.ris@karvy.com) by clearly mentioning their Name and

Folio No. For shares held in dematerialized form, the Members are requested to get e-mail ID(s) registered with their respective Depository Participants.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. SEBI has also mandated that for registration of transfer securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
15. Members may also note that the Notice of the 59<sup>th</sup> Annual General Meeting and the Annual Report for the year ended March 31, 2018 will also be available on the Company's website [www.gsk-ch.in](http://www.gsk-ch.in), from where they can be downloaded.
16. Electronic copy of the Annual Report for the year ended March 31, 2018 including the Notice of the 59<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route Map is being sent to all the Members whose e-mail ID(s) are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same, which is being sent in the permitted mode. For Members who have not registered their e-mail address, physical copies of the above-mentioned documents is being sent in the permitted mode.
17. Voting through electronic means

Electronic and physical copy of the Notice of the 59<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS 2) as issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members, facility to exercise their right to vote at the 59<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as follows:
  - i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
  - ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
  - iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
  - iv. Your User ID details are given below:
    - A. For Members who hold shares in demat account with NSDL.  
8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.
    - B. For Members who hold shares in demat account with CDSL.  
16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*
    - C. For Members holding shares in Physical Form.  
EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*
  - v. Your password details are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

ix. Now, you will have to click on "Login" button.

x. After you click on the "Login" button, Home page of e-Voting will open.

V How to cast your vote electronically on NSDL e-Voting system?

i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycles is in active status.

iii. Select "EVEN" of GSK CH to cast your vote.

iv. Now you are ready to e-Voting as the Voting page opens.

v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

vi. Upon confirmation, the message "Vote cast successfully" will be displayed.

vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VI. In case of any queries, you may refer so to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and password/PIN for casting your vote.

VIII. You can also update your mobile no. and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

IX. The remote e-voting period commences on Sunday, August 5, 2018 (9:00 a.m.) and ends on Tuesday, August 7, 2018 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the record date of Wednesday, August 1, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

X. Where a person who is not a Member as on record date should treat this notice for informational purposes only.

XI. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the AGM and holding shares as of the record date i.e. Wednesday, August 1, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

XII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the record date of Wednesday, August 1, 2018.

- XIII. Any person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the record date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. Sanjay Chugh, Company Secretary in Practice (Membership No.: FCS 3754/CP No.: 3073) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and shall make, not exceeding three (3) working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gsk-ch.in](http://www.gsk-ch.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, Mumbai.
18. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
19. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is already hosted along with the Notice on the website of the Company i.e. [www.gsk-ch.in](http://www.gsk-ch.in).



## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

### **Item No. 4:**

Mr. Navneet Saluja (DIN: 02183350) was appointed by the Board of Directors at their Meeting held on December 6, 2017, as the Managing Director of the Company w.e.f. January 1, 2018 till October 31, 2021.

In accordance with Article 97A of the Articles of Association of the Company, nomination for appointing Mr. Navneet Saluja as a Director of the Board of the Company was made by Horlicks Limited. As Mr Navneet Saluja has not been staying in India for a continuous period of not less than twelve months immediately preceding the date of his appointment as the Managing Director, pursuant to provisions of the Companies Act, 2013, his appointment is subject to the approval of Central Government in this regard.

Before taking over as Managing Director on January 1, 2018, he completed his stint as Vice President & General Manager, Middle East & Africa, GSK Consumer Healthcare. He has multi sectoral experience including FMCG, Telecom and Retail where he has constantly displayed a strong track record of managing successful businessman in highly volatile and diverse markets. He has created winning strategies to accelerate top line growth and increased profitability through engaged talent in high performance organizations. During his career spanning 30 years across India, Middle East, Turkey and Africa, he has worked across Sales and General Management roles in leading FMCG companies including Cadbury, Gillette, Kellogg's. He has also worked in leadership positions with Reliance Retail and Reliance Infocom.

The Board considers that the appointment of Mr. Navneet Saluja is in the best interest of the Company. Based on his past experience and knowledge and his remuneration is commensurate with the important position held by Mr. Navneet Saluja. The approval of the Members is being sought to the terms, conditions and remuneration payable to Mr. Navneet Saluja as the Managing Director of the Company.

Mr. Navneet Saluja does not either by himself or through any other person on a beneficial basis hold any shares in this Company.

Mr. Navneet Salujais not a Director in any other Company.

### **Memorandum of Interest**

Mr. Navneet Saluja and his relatives are interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise set out at Item No. 4.

The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Item No. 5:**

GSK's Article of Association ('AoA') had been drafted and adopted keeping in view the provisions of the law prevalent at the time of its incorporation in the year 1958. AoA is a document that specifies the regulations of the Company's operations and lays out among other things how tasks are to be accomplished within the organization.

As the legislation has undergone a plethora of changes in line with evolution of corporate and business environment and has since settled in its 4 years of existence, it has become necessary to review and amend the provisions of the Company's AoA to bring in line with the amended Act.

Accordingly, amendments have been proposed to the existing Articles of the Company. The amendments comprise of the following:

1. Part I: 12 Articles which are altered / inserted in line with General Practice;
2. Part II: 53 Articles which are altered / inserted in line with Companies Act, 2013;
3. Part III: 93 Existing Articles which are retained without modifications / with modifications to the extent of reference to provisions of the Act;
4. Part IV: 13 Existing Articles which are retained with modifications;
5. Part V: 41 Existing Articles which are deleted.

Apart from the above, the Articles have been renumbered to maintain seriatim of the Articles (1-205).

The comparative sheet of old and new Articles along with the complete set of new Articles is available for inspection as per Note 18 of this notice.

By order of the Board  
For GlaxoSmithKline  
Consumer Healthcare Limited

Shanu Saksena  
Company Secretary &  
Area Ethics and  
Compliance Officer, ISC

Place : Gurugram  
Date : May 11, 2018

**ROAD MAP FOR ANNUAL GENERAL MEETING VENUE OF GLAXOSMITHKLINE HEALTHCARE LIMITED**  
Punjab Public School Auditorium, The Punjab Public School, (Senior Wing), Nabha – 147 201 (Punjab)

